

# COLUMBIA METALS CORPORATION LIMITED

AR48

3rd Floor, 34 Adelaide Street West  
Toronto, Ontario

## NOTICE OF ANNUAL AND GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual and general meeting of the shareholders of COLUMBIA METALS CORPORATION LIMITED will be held at 34 Adelaide Street West, 3rd Floor, Toronto 105, Ontario, on Friday, June 18th, 1971, at the hour of 10:00 o'clock in the forenoon, Toronto Time, for the following purposes:

- (a) to receive and consider the annual report and the financial statements for the period ended December 31, 1970, and the report of the auditors thereon;
- (b) to elect directors;
- (c) to appoint auditors and to authorize the directors to fix their remuneration;
- (d) to consider and, if thought fit, to confirm, with or without variation, Special By-Law B, being a borrowing by-law of the Corporation;
- (e) to consider and, if thought fit, to confirm, with or without variation, By-Law C, being a by-law relating generally to the transaction of the business and affairs of the Corporation;
- (f) to consider and, if thought fit, to confirm, with or without variation, a special resolution passed by the directors of the Corporation authorizing an amendment to the articles of incorporation of the Corporation changing its shares with par value into shares without par value and increasing the authorized capital of the Corporation to six million shares without par value; and
- (g) to transact such other business as may properly come before the meeting or any adjournment thereof.

Copies of the annual report, Special By-Law B, By-Law C, the special resolution and an information circular accompany this notice.

Shareholders who are unable to attend the meeting in person are requested to complete and return the enclosed form of proxy.

DATED at Toronto this 21st day of May, 1971.

By order of the Board of Directors,

GEORGE D. PATTISON,  
Secretary-Treasurer.

# COLUMBIA METALS CORPORATION LIMITED

## INFORMATION CIRCULAR

### Solicitation of Proxies

This information circular is furnished in connection with the solicitation by the management of Columbia Metals Corporation Limited (the Corporation) of proxies to be used at the annual and general meeting of shareholders of the Corporation to be held at the time and place and for the purposes set forth in the accompanying notice of meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by regular employees of the Corporation at nominal cost. The cost of solicitation by management will be borne by the Corporation.

### Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are directors of the Corporation. A shareholder desiring to appoint some other person to represent him at the meeting may do so either by striking out the printed names and inserting such person's name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, delivering the completed proxy to the Secretary of the Corporation.

A shareholder who has given a proxy may revoke it either (a) by signing a proxy bearing a later date and delivering it to the Secretary of the Corporation, or (b) as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by signing written notice of revocation and delivering it to the Secretary of the Corporation or the Chairman of the meeting.

### Exercise of Discretion by Proxies

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. **In the absence of such direction, such shares will be voted for the election of directors, for the appointment of auditors and authorization of the directors to fix the auditors' remuneration, for confirmation of Special By-Law B of the Corporation, for confirmation of By-Law C of the Corporation and for confirmation of the resolution authorizing an amendment to the articles of incorporation of the Corporation as set out under those headings in this circular.** The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting, and with respect to other matters which may properly come before the meeting. At the time of printing this circular the management of the Corporation knows of no such amendment, variations or other matters to come before the meeting other than the matters referred to in the notice of meeting.

### Voting Shares

On the date of the accompanying notice of meeting the Corporation had outstanding 3,609,836 shares with a par value of \$1.00 each, each carrying the right to one vote per share, so that the aggregate number of votes attaching to all the outstanding shares is 3,609,836.

To the knowledge of the directors and senior officers of the Corporation, Yellowknife Bear Mines Ltd., 360 Bay St., Toronto, is the only registered holder of equity shares of the Corporation which carry more than 10% of the voting rights attached to all equity shares of the Corporation. Yellowknife Bear Mines Ltd. holds 380,167 common shares of the Corporation, which represents approximately 10.53% of this class.

### Election of Directors

The board consists of five directors to be elected annually. The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below, all of whom



are now members of the board of directors and have been since the dates indicated. The management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next Annual Meeting and until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws.

The following table and the notes thereto state the names of all the persons proposed to be nominated for election as directors, all other positions and offices with the Corporation now held by them, their principal occupations or employments, the year in which they became directors of the Corporation, and the approximate number of shares of the Corporation beneficially owned directly or indirectly by each of them, as of the date of the accompanying notice of meeting.

<u>Name and Office</u>	<u>Principal Occupation or Employment</u>	<u>Became Director</u>	<u>Shares Owned</u>
Allan J. Anderson President and Director	Retired Mining Executive; Director of Giant Yellowknife Mines Limited; Director of Pure Silver Mines Limited; Director of Westfield Minerals Limited.	March 26, 1971	1
Walter W. Fisher Vice-President and Director	Executive Assistant, General Manager, March Shipping Limited.	June 7, 1968	101
Franklin M. deWeerd Director	Vice-President and Director McEwen Securities Limited, since July, 1969; employee of McEwen Securities Limited, April to July, 1969; Manager of Research Dept., Davidson & Company, February, 1968 to April, 1969; prior thereto Security Analyst, Equitable Securities Canada Ltd.	February 22, 1971	1
Gordon F. West Director	Professor Geophysics, University of Toronto.	February 22, 1971	1
Vladeta S. Ristic Director	Manager of Engineering and Development, Precisioneering Ltd., since April 1, 1970; prior thereto General Manager, The Industrial Research Institute, University of Windsor.	December 4, 1969	1

#### Notes:

- (a) The information as to shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (b) Unless otherwise stated above, each of the above named persons has held the principal occupation or employment indicated for at least five years.

#### Remuneration of Directors and Senior Officers

The by-laws of the Corporation provide that the board is authorized to fix from time to time by resolution, the remuneration of the directors.

The amount of the aggregate direct remuneration paid or payable by the Corporation to the directors and senior officers of the Corporation for the year ended December 31, 1970 was \$34,171. No pension or retirement benefits are payable to directors or officers.

#### Appointment of Auditors

The persons named in the enclosed form of proxy intend to vote for the re-appointment of Messrs. Thorne, Gunn, Helliwell & Christenson, Chartered Accountants, Toronto, as auditors of the Corporation, to hold office until the next Annual Meeting of Shareholders. They have been auditors of the Corporation since January, 1950.

### **Special By-Law B**

Special By-Law B being a by-law authorizing the borrowing of money by the Corporation was enacted by the directors on May 11, 1971. At the meeting the shareholders will be asked to consider and, if thought fit, to pass a resolution confirming, with or without variation, Special By-Law B. In order to become effective, Special By-Law B must be confirmed by at least two-thirds of the votes cast at the meeting.

### **By-Law C**

By-Law C being a by-law relating generally to the transaction of the business and affairs of the Corporation was enacted by the directors on May 11, 1971, to conform with The Business Corporations Act, 1970. At the meeting the shareholders will be asked to consider and, if thought fit, to pass a resolution confirming, with or without variation, By-Law C. In order to become effective By-Law C must be confirmed by at least two-thirds of the votes cast at the meeting.

### **Amendment of Articles of Incorporation**

The Business Corporations Act, 1970 (the "Act") came into force on January 1, 1971, amending the corporation laws applicable to business corporations incorporated under the laws of the Province of Ontario. The Act no longer permits the issuance of par value shares at a discount as was formerly permitted under the provisions of Part IV of The Corporations Act. On May 11, 1971, the directors passed a special resolution authorizing an amendment to the Corporation's articles of incorporation changing the 4,000,000 issued and unissued shares of the Corporation with a par value of \$1.00 each into 4,000,000 shares without par value and increasing its authorized capital by creating an additional 2,000,000 shares without par value provided that the 6,000,000 shares without par value shall not be issued for a consideration exceeding in amount or value the sum of \$6,000,000. At the meeting the shareholders will be asked to consider and, if thought fit, to confirm the special resolution. In order to be effective, the special resolution authorizing the amendment of the articles of incorporation must be confirmed by at least two-thirds of the votes cast at the meeting.

GEORGE D. PATTISON,  
Secretary-Treasurer.

Toronto, Ontario,  
May 21st, 1971.



# COLUMBIA METALS CORPORATION LIMITED

## SPECIAL BY-LAW NO. "B"

### RESPECTING THE BORROWING OF MONEY BY THE COMPANY.

WHEREAS it is necessary for the purposes of the Company to borrow money on the credit of the Company from time to time from one of the chartered banks of Canada;

THEREFORE BE IT ENACTED by the Directors of Columbia Metals Corporation Limited, as a By-law thereof:

1. That the Directors of the Company be and they are hereby authorized to borrow moneys from time to time from the BANK OF MONTREAL upon the credit of the Company in such amounts as they deem proper and by way of overdraft or otherwise.
2. That any promissory notes or other negotiable paper (including renewals thereof in whole or in part) signed on behalf of the Company by the officer or officers of the Company authorized from time to time to sign negotiable instruments in its behalf and granted to said Bank for the moneys so borrowed and interest thereon as may be agreed upon, shall be binding upon the Company.
3. That the Directors may from time to time, if they see fit to do so, grant securities by way of mortgage, hypothecation or pledge covering all or any of the property and assets of the Company as security for all or any moneys borrowed by the Company from the Bank or any other liability of the Company to the Bank, and any such mortgage, hypothecation or pledge shall be valid and binding upon the Company if signed by any of the officers authorized to sign negotiable instruments on the Company's behalf.
4. All contracts, deeds, grants, assurances and documents reasonably required by said Bank or its Counsel for all or any of the purposes aforesaid shall be executed and carried into effect by the proper officers of the Company, and when necessary the Seal of the Company shall be affixed thereto.
5. This By-law when sanctioned by the Shareholders shall be irrevocable until a By-law repealing the same shall have been confirmed or sanctioned by the Shareholders and a copy thereof duly certified under the Seal of the Company delivered to the said Bank, and meanwhile all the powers and authorities hereby conferred shall continue in force.

ENACTED this 11th day of May, 1971.

ALLAN J. ANDERSON  
President

GEORGE D. PATTISON  
Secretary

## BY-LAW NO. C

A by-law relating generally to the transaction of the business and affairs of

# COLUMBIA METALS CORPORATION LIMITED

BE IT ENACTED as a by-law of this Corporation as follows:

### MEETINGS OF SHAREHOLDERS

1. **Annual meeting** — Subject to the provisions of the Act, the annual meeting of the shareholders shall be held at any place within Ontario, or at such place or places outside of Ontario which the articles of the Corporation may provide, at such time and on such day as the board may from time to time determine, for the purpose of hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting, electing directors, appointing one or more auditors and fixing or authorizing the board to fix his or their remuneration and for the transaction of such other business as may properly be brought before the meeting.
2. **General meeting** — Subject to the provisions of the Act, the board shall have power at any time to call a general meeting of the shareholders of the Corporation to be held at any place within Ontario or at such place or places outside of Ontario as may be permitted by the articles of the Corporation, and at such time and on such day as may be determined by the board. The phrase "general meeting of the shareholders" wherever it occurs in this by-law shall include a meeting of any class or classes of shareholders, as well as a general meeting of shareholders, and the phrase "meeting of shareholders" wherever it occurs in this by-law shall mean and include an annual meeting of shareholders and a general meeting of shareholders.
3. **Notices** — No public notice or advertisement of any meeting of shareholders shall be required, but notice of the time and place of each such meeting shall be given not less than 21 days and not more than 50 days before the day on which the meeting is to be held to each person who, at the close of business on the day next preceding the day on which the notice is given or sent, appears on the records of the Corporation as a shareholder entitled to notice of the meeting. Notice of a meeting of shareholders, other than an annual meeting, shall state the general nature of the business which is to be transacted at it. Notice of any meeting of shareholders may be waived or the time for the notice may be waived or abridged with the consent in writing of every person entitled thereto, whether before or after the time prescribed. The auditor of the Corporation is entitled to receive all notices and communications relating to meetings of shareholders. No notice is necessary if all persons entitled to notice of the meeting are present or represented by proxy and such persons or the persons so representing them consent to the holding of the meeting.
4. **Persons entitled to be present** — The only persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat and the auditor of the Corporation and others who although not entitled to vote are entitled or required under any provision of the Act or the by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.
5. **Quorum** — Two persons present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of shareholders; provided that at any time when the number of shareholders of the Corporation is less than two, all of the shareholders of the Corporation present or represented by proxy shall constitute a quorum for the transaction of business at any meeting of shareholders.
6. **Proxies** — Every shareholder, including a shareholder that is a body corporate, entitled to vote at a meeting of shareholders may by means of a proxy appoint a person, who need not be a shareholder, as his nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. Subject to the provisions of the Act, the proxy may be in such form as the directors may from time to time prescribe or in such other form as the chairman of the meeting may accept as sufficient and shall be deposited with the secretary of the meeting before any vote is cast under its authority or at such earlier time and in such manner as the directors may prescribe in accordance with the provisions of the Act.
7. **Scrutineers** — At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the chairman with the consent of the meeting to serve at the meeting. Such scrutineers need not be shareholders of the Corporation.
8. **Show of hands** — At all meetings of shareholders every question shall be decided by a show of hands unless a poll thereon be required by law or by the chairman or be demanded by any shareholder present in person or represented by proxy and entitled to vote. Upon a show of hands every person present and entitled to vote shall have one vote. After a show of hands has been taken upon any question the chairman may require or any shareholder present in person or represented by proxy and entitled to vote may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting



shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

9. **Polls** — If a poll be required by law or by the chairman of the meeting or be duly demanded by any shareholder and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the chairman of the meeting shall direct. Upon a poll each shareholder who is present in person or represented by proxy shall be entitled to one vote for each share in respect of which he is entitled to vote at the meeting.

10. **Casting vote** — In case of an equality of votes at any meeting of shareholders either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.

## **DIRECTORS**

11. **Qualifications** — Each director shall be 21 or more years of age and shall otherwise meet the requirements of the Act with respect to qualification but need not be a shareholder of the Corporation.

12. **Election and term** — Directors shall be elected yearly to hold office until the next annual meeting of shareholders and until their successors shall have been duly elected or appointed. The whole board shall be elected at each annual meeting, and all the directors then in office shall retire, but, if qualified are eligible for re-election. The election may be by a show of hands or by resolution of the shareholders unless a ballot be demanded by any shareholder.

13. **Deemed vacancy** — If the number of directors is increased, a vacancy or vacancies in the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in accordance with the provisions of the Act.

14. **Calling of meetings** — Meetings of the board shall be held from time to time at such place, at such time and on such day as the president or a vice-president who is a director or any two directors may determine, and the secretary shall call meetings when directed or authorized by the president or by a vice-president who is a director or by any two directors. Notice of every meeting so called shall be given to each director not less than 48 hours before the time when the meeting is to be held. Notice of any meeting of directors may be waived or the time for the notice may be waived or abridged with the consent in writing of all the directors, whether before or after the time prescribed. No notice of a meeting is necessary if all the directors are present and consent to the holding of the meeting.

15. **Regular meetings** — The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

16. **First meeting of new board** — Each newly elected board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of shareholders at which such board was elected, provided a quorum of directors be present.

17. **Place of meeting** — Meetings of the board, or of the executive committee, if any, may be held at the head office of the Corporation or any other place within or outside of Ontario.

18. **Votes to govern** — At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

19. **Limitation of liability** — Subject to the provisions of the Act, no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other officer or director, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

20. **Indemnification of directors** — Every director and every officer of the Corporation and his heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Corporation from and against

(a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and

(b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation; provided that no director or officer of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of any duty or responsibility imposed upon him under the Act or under any other statute unless, in an action brought against him in his capacity as director or officer, he has achieved complete or substantial success as a defendant.



21. **Directors' insurance** — The Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the board may from time to time determine, except insurance against a liability, cost, charge or expense of the director or officer incurred as a result of a contravention of section 144 of the Act.

## OFFICERS

22. **Elected officer** — At the first meeting of the board after each election of directors, the board shall elect a president who may but need not be a director. In default of such election the then incumbent shall hold office until his successor is elected. A vacancy occurring from time to time in such office may be filled by the board.

23. **Appointed officers** — From time to time the board shall appoint a secretary, and may appoint one or more vice-presidents, a general manager, a treasurer and such other officers as the board may determine including one or more assistants to any of the officers so appointed. The officers so appointed may but need not be members of the board. One person may hold more than one office, and if the same person holds both the office of secretary and the office of treasurer, he may be known as secretary-treasurer.

24. **Term of office and remuneration** — In the absence of written agreement to the contrary, the board may remove at its pleasure any officer of the Corporation. The terms of employment and remuneration of the president and other officers elected or appointed by it shall be settled from time to time by the board.

25. **President** — The president shall, when present, preside at all meetings of the shareholders and, if a director, of the board and shall be charged with the general supervision of the business and affairs of the Corporation. Except when the board has appointed a general manager or managing director, the president shall also have the powers and be charged with the duties of that office.

26. **Vice-President** — During the absence or inability of the president his duties may be performed and his powers may be exercised by the vice-president, or if there are more than one, by the vice-presidents in order of seniority (as determined by the board) save that no vice-president shall preside at a meeting of the board or at a meeting of shareholders who is not qualified to attend the meeting as a director or a shareholder, as the case may be. If a vice-president exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto. A vice-president shall also perform such duties and exercise such powers as the president may from time to time delegate to him or the board may prescribe.

27. **General Manager** — The general manager, if one be appointed, shall have the general management and direction, subject to the authority of the board and the supervision of the president, of the Corporation's business and affairs and the power to appoint and remove any and all officers, employees and agents of the Corporation not elected or appointed directly by the board and to settle the terms of their employment and remuneration. If and so long as the general manager is a director he may but need not be known as the managing director.

28. **Secretary** — The secretary shall give, or cause to be given, all notices required to be given to shareholders, directors, auditors and members of committees; he shall attend all meetings of directors and of the shareholders and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board.

29. **Treasurer** — The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of the Corporation; he shall render to the board at the meetings thereof, or whenever required of him, an account of all his transactions as treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board.

30. **Other officers** — The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

31. **Variation of duties** — From time to time the board may vary, add to or limit the powers and duties of any officer or officers.

32. **Agents and attorneys** — The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

33. **Fidelity bonds** — The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

## LOANS TO SHAREHOLDERS

34. The Corporation may from time to time,

(a) make loans to bona fide full-time employees of the Corporation whether or not they are shareholders or directors, with a view to enabling them to purchase or erect dwelling houses for their own occupation, and may take from such employees mortgages or other security for the repayment of such loans;



- (b) provide, in accordance with a scheme for the time being in force, money by way of loan for the purchase of or subscription for shares of the Corporation by trustees to be held by or for the benefit of bona fide employees of the Corporation, whether or not they are shareholders or directors; or
- (c) make loans to bona fide employees of the Corporation other than directors, whether or not they are shareholders, with a view to enabling them to purchase or subscribe for shares of the Corporation to be held by them by way of beneficial ownership.

### **BANKING ARRANGEMENTS, CONTRACTS, ETC.**

35. **Banking arrangements** — The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, such banking business to include, without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreements relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

36. **Execution of instruments** — Deeds, transfers, assignments, contracts and obligations on behalf of the Corporation may be signed by the president or a vice-president or a director and by the secretary or the treasurer or an assistant secretary or an assistant treasurer or another director, and the corporate seal shall be affixed to such instruments as require the same.

Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, the board may at any time and from time to time direct the manner in which, and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the Corporation may or shall be signed.

### **DIVISIONS AND DEPARTMENTS**

37. **Authority to create and transact business** — The board may cause the business and operations of the Corporation to be divided into divisions based upon character or type of operations, geographical territories, manufactured products, method of distribution, type of product or products manufactured or distributed or upon such other basis of division as the board may from time to time determine to be advisable and may cause the business and operations of any such division to be further divided into subdivisions or departments if deemed advisable by the board and upon such basis and under such names as the board may determine. The Corporation may transact business and execute contracts under its own corporate name, or, if authorized by the board, under one or more trade names approved for such purpose in such manner as may be authorized by the board; and, likewise, any division, region, department or subdivision into which any of the business or operations of the Corporation may have been divided may transact business and execute contracts and other legal documents and sign cheques and do all other acts and things necessary or appropriate for and on behalf of the Corporation under one or more trade names if approved by the board and in such manner as may be authorized by the board.

38. **Designation and appointment of officers** — The board may upon resolution designate and appoint officers assigned to a particular division, region, department or subdivision, as may be designated by the board, into which any of the activities of the Corporation may be divided, with such official titles as the board may from time to time determine. Such appointed officers shall not be general officers of the Corporation except upon election to such additional corporate office. The appointed officers shall serve in such respective capacities at the will and desire of the board.

39. **Duties of officers** — The duties, responsibilities and limitations of the officers of divisions, regions, departments or subdivisions of the Corporation shall be such as the board may from time to time deem proper and the authority of such officers shall be limited to acts and transactions pertaining to the business which such division, region, department or subdivision is authorized to transact and perform, provided, however, that if the same individual is elected to a general office of the Corporation, the foregoing shall not limit his acts under the general powers and duties of such general corporate office.

### **SHARES**

40. **Allotment** — The board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares in the capital of the Corporation, including any shares created by amendments to its articles increasing or otherwise varying the capital of the Corporation, to such person or persons or class of persons as the board shall by resolution determine.

41. **Payment of commissions** — The board may pay commissions or allow discounts to persons in consideration of their subscribing or agreeing to subscribe, whether absolutely or conditionally, for shares in the Corporation, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for such shares, but no such commission or discount shall exceed the maximum amount permitted by the Act.

42. **Lien on shares** — The Corporation shall have a lien to the extent of the debt on the shares registered in the name of a shareholder who is indebted to the Corporation.



43. **Share certificates** — Every shareholder shall be entitled to a share certificate stating the number and class of shares held by him as shown by the books of the Corporation. The Corporation may charge such fee as is authorized by the Act for every share certificate issued, except that in the case of the allotment and issue of shares no fee shall be charged. Share certificates shall be in such form or forms as the board shall from time to time approve and as may be permitted by the Act. Unless otherwise ordered by the board, they shall be signed by the president or a vice-president and by the secretary or an assistant secretary and need not be under the corporate seal; provided that certificates representing shares in respect of which a transfer agent and registrar (which term shall include a branch transfer agent and registrar) have been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and registrar. The corporate seal of the Corporation and the signature of one of the signing officers, or in the case of share certificates representing shares in respect of which a transfer agent and registrar have been appointed, the signatures of both signing officers may be printed, engraved, lithographed or otherwise mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. Share certificates executed in facsimile as aforesaid shall be valid notwithstanding that one or both of the officers whose signature appears thereon no longer holds office at the date of issue or delivery of the certificate.

44. **Replacement of share certificates** — Subject to the provisions of the Act, the board may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued in lieu of and upon cancellation of the share certificate which has become mutilated or in substitution for a certificate which has been lost, stolen or destroyed.

45. **Transfer agent and registrar** — The board may from time to time by resolution appoint or remove a transfer agent and registrar (who may, but need not be the same individual or company) and one or more branch transfer agents and registrars (who may, but need not be the same individual or company) for the securities of the Corporation and may provide for the transfer of securities in one or more places and may provide that securities will be interchangeably transferable or otherwise.

46. **Joint shareholders** — If two or more persons are registered as joint shareholders of any share, any one of such persons may give effectual receipts for the certificate issued in respect thereof and for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share, but all the joint holders of a share shall be severally as well as jointly liable for the payment of all demands payable in respect thereof.

## FINANCIAL

47. (1) **Borrowing** — The directors may from time to time

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge debt obligations of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The words "debt obligations" as used in this paragraph mean bonds, debentures, notes or other similar obligations of the Corporation, whether secured or unsecured.

47. (2) **Reimbursement** — The directors may from time to time reimburse or agree to reimburse any director, officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it for any expenses incurred in connection with such undertaking, and secure any such director, officer or other person for such expenses by giving him by way of security a mortgage or charge upon all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking.

47. (3) **Delegation** — The directors may from time to time delegate to any director or directors or officer or officers of the Corporation authority:

- (a) to make arrangements with reference to moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan therefor and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions, to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors of the Corporation may have specified in the grant of authority and generally to manage, transact and settle the borrowing of money by the Corporation; and
- (b) to execute and where the director or directors or officer or officers of the Corporation so executing deem necessary or advisable to affix the seal of the Corporation to, and to deliver for and on behalf of the Corporation such instruments, assurances, undertakings, certificates, acknowledgments and documents as may be required in connection with any such borrowing, all in such form as the director or directors or officer or officers of the Corporation executing the same may approve, such approval to be conclusively evidenced by such execution and delivery and to be binding upon the Corporation.

47. (4) **Powers supplemental** — The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.



48. (1) **Dividends** — The board may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Corporation. A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class in respect of which it has been declared, and mailed by ordinary mail, postage prepaid, to such registered holder at his last address appearing on the books of the Corporation. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and if more than one address appears on the books of the Corporation in respect of such joint holding the cheque shall be mailed to the first address so appearing. The mailing of such cheque as aforesaid shall satisfy and discharge all liability for the dividend to the extent of the sum represented thereby, unless such cheque be not paid at par on due presentation. In the event of non-receipt of any cheque or dividend by the person to whom it is so sent as aforesaid, the Corporation, on proof of such non-receipt and upon satisfactory indemnity being given to it, shall issue to such person a replacement cheque for a like amount.

48. (2) **Dividends — Wasting Assets** — So long as the Corporation is a corporation

(a) that for the time being carries on as its principal business the business of operating a producing mining, gas or oil property owned and controlled by it; or

(b) at least 75 per cent of the assets of which are of a wasting character;

the Corporation may declare and pay dividends out of the funds derived from the operations of the Corporation.

48. (3) **Extent of impairment of capital** — The powers conferred by subsection (2) may be exercised notwithstanding that the value of the net assets of the Corporation may be thereby reduced to less than its issued capital if the payment of the dividends does not reduce the value of its remaining assets to an amount insufficient to meet all the liabilities of the Corporation exclusive of its issued capital.

49. **Record date** — The board may by resolution fix in advance a date as the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation, which record date shall not be more than 31 days before the date for the payment of such dividend or the date for the issue of any warrant or other evidence of such right to subscribe, as the case may be, and in every such case only such persons as shall be shareholders of record at the close of business on the date so fixed shall be entitled to receive payment of such dividend or to exercise the right to subscribe for such securities and to receive the warrant or other evidence in respect of such right, as the case may be, notwithstanding the transfer of any securities after any such record date fixed as aforesaid.

50. **Purchase of business as of past date** — Where any business is bought by the Corporation as from a past date (whether such date be before or after the incorporation of the Corporation) upon terms that the Corporation shall as from that date take the profits and bear the losses of the business, such profits or losses, as the case may be, shall, at the discretion of the board, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for the dividend, be treated as a profit or loss arising from the business of the Corporation.

## NOTICES

51. **Method of giving** — Any notice, communication or other document to be given by the Corporation to a shareholder, director, officer, or auditor of the Corporation under any provision of the articles or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given or delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail in a sealed envelope addressed to him at his last address as recorded in the books of the Corporation or if sent by means of wire or wireless or any other form of transmitted or recorded communication to him at his last address as recorded in the books of the Corporation. The Secretary may change the address on the books of the Corporation of any shareholder in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for despatch.

52. **Computation of time** — In computing the date when notice must be given under any provisions of the articles or by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

53. **Omissions and errors** — The accidental omission to give any notice to any shareholder, director, officer or auditor or the non-receipt of any notice by any shareholder, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

54. **Notice to joint shareholders** — All notices with respect to any shares registered in more than one name may if more than one address appears on the books of the Corporation in respect of such joint holding be given to such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such shares.

55. **Persons entitled by death or operation of law** — Every person who by operation of law, transfer, death of a shareholder or by any other means whatsoever, shall become entitled to any share or shares, shall be bound by every notice in respect of such share or shares which shall have been duly given to the person from whom he

derives his title to such share or shares, previously to his name and address being entered on the books of the Corporation (whether it be before or after the happening of the event upon which he became so entitled).

56. **Waiver of notice** — Any shareholder (or his duly appointed proxy), director, officer or auditor may waive any notice required to be given under any provision of the articles or by-laws of the Corporation or the Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

57. **Repeal of inconsistent by-laws** — All other by-laws of the Corporation to the extent that they are inconsistent with this by-law are hereby repealed provided that such repeal shall not affect the validity of any right, obligation or liability acquired or incurred prior to the date hereof.

#### INTERPRETATION

58. In this by-law and all other by-laws of the Corporation, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons; "board" shall mean the board of directors of the Corporation; "the Act" shall mean The Business Corporations Act, 1970, as amended from time to time or any Act that may hereafter be substituted therefor.

ENACTED this 11th day of May, 1971.

ALLAN J. ANDERSON  
President

GEORGE D. PATTISON  
Secretary



# COLUMBIA METALS CORPORATION LIMITED

## **SPECIAL RESOLUTION CONVERTING PAR VALUE SHARES TO NO PAR VALUE SHARES AND INCREASING THE AUTHORIZED CAPITAL**

RESOLVED as a Special Resolution that:

1. The articles of the Corporation be amended to change its 4,000,000 shares with a par value of \$1.00 each into 4,000,000 shares without par value.
2. The Corporation further amends its articles by increasing its authorized capital by creating an additional 2,000,000 shares without par value ranking on a parity with the existing 4,000,000 issued and unissued shares without par value of the Corporation; provided that the 6,000,000 shares without par value shall not be issued for a consideration exceeding in amount or value the sum of \$6,000,000.00 or by such greater amount as the board of directors of the Corporation by resolution determines, provided that such resolution shall not be effective until a certified copy thereof has been filed with the Minister of Financial and Commercial Affairs, all prescribed fees have been paid and the Minister has so certified.
3. The directors and officers be and are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.







